

INNOTERRA LIMITED
(FORMERLY KNOWN AS MILKLANE DAIRY SERVICES PRIVATE LIMITED)

CIN: U52101MH2015PLC269084

Website: www.innoterra.in

Vigil Mechanism / Whistle Blower Policy

Date of Original adoption / Revision	Effective date of Policy
Adoption:	23 rd June, 2026
Revision:	

Innoterra Limited

(formerly known as 'MilkLane Dairy Services Private Limited')

📍 Office no. 805, 8th Floor, Platinum Techno Park, Sector 30A, Vashi, Navi Mumbai – 400703, Maharashtra, India

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1) PREFACE

- a) The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
- b) Towards this end, the Company has adopted the Code of Business Conduct and Ethics called “Code of Conduct”, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.
- c) In an endeavour to promote the highest ethical standards, the Company is committed to developing a culture where it is safe for all Employee(s), Director(s) and Third Party(ies) to raise concerns or provide information about unethical or unacceptable practices and events of misconduct.
- d) Constitution of a Vigil / Whistle Blowing Mechanism is a statutory obligation for Company, as prescribed by pertinent regulations outlined below:
 - a) Section 177(9) of the Companies Act, 2013 (the “Act”) read with **Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014**, mandates the following classes of companies to constitute a vigil mechanism for their directors and employees to report their genuine concerns or grievances:
 - i. Every listed company;
 - ii. Every other company which accepts deposits from the public;
 - iii. Every company which has borrowed money from banks and public financial institutions in excess of INR fifty (50) crore.
 - b) Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), inter alia, provides for the listed entity to devise an effective Whistleblower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.
 - c) Regulation 22 of the SEBI (LODR) Regulations mandates that all listed entities establish a formal **vigil mechanism (whistle-blower policy)** for directors and employees to report genuine concerns, such as unethical behavior, suspected fraud, or violations of the company's code of conduct.
- e) The purpose of Whistleblower Policy (“Policy”) is to provide a framework to promote responsible and secure raising of valid concerns. It aims to protect Employee(s) and Third Party(ies) wishing to raise a concern about irregularities and unethical practices within the Company.

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Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to approach the Audit Committee of the Company and protected disclosure to the management instances of unethical behavior, actual or suspected fraud or violation of the Code of Conduct.

- g) Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the **Chairman of the Audit Committee** in appropriate and exceptional cases.
- h) The Policy provides a framework to promote responsible and secure whistle blowing. It protects the Whistle Blower wishing to raise a concern about serious irregularities within the Company.
- i) The Policy neither releases Whistle Blowers from their duty of confidentiality in the course of their work, nor is it to be misused to surface a grievance about a personnel work-related situation.

2) Scope:

This Policy is applicable to 'Employee(s)', 'Directors' and 'Third Party(ies)'. This Policy also extends to all the subsidiaries and entities in which the Company either owns a majority interest or manages operations.

3) Objective:

- a. To enable Employee(s), Directors and Third Party(ies) to raise their concerns at an early stage without the fear of victimization, subsequent discrimination or disadvantage.
- b. To detect malpractices, misuse of Company's property and mismanagement or wrongful conduct prevailing in the Company.
- c. To build and strengthen a culture of fairness, transparency and trust in the organization.
- d. To minimize the financial, legal, reputational and any other related risks emanating from such issues.

4) DEFINITIONS

- "Disciplinary Action" means any action that can be taken on the completion of / during the investigation proceedings, including but not limited to, a warning, recovery of financial losses incurred by the Company, suspension/ dismissal from the services of the Company or any such action as is deemed to be fit considering the gravity of the matter.
- "Employee" means every employee of the Company including the Directors in the whole-time employment of the Company.
- "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity (as

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with respect to the Company. Protected Disclosures should be factual and not speculative or in the nature of an interpretation/conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

- “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- “Whistle Blower” means an Employee who makes a Protected Disclosure under this Policy.

5) THE GUIDING PRINCIPLES

The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. The Company will:

- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is/are not victimized for doing so;
- Treat victimization of Whistle Blower as a serious matter including initiating Disciplinary Action against person(s) causing or allowing victimization of Whistle Blower;
- Ensure complete confidentiality of identity of Whistle Blower;
- Not attempt to conceal evidence of the Protected Disclosure;
- Take Disciplinary Action for event covered under this Policy (as mentioned in Clause 5) or upon victimizing Whistle Blower or any person processing the Protected Disclosure or if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- Provide an opportunity of being heard to the persons involved especially to the Subject.

6) COVERAGE OF POLICY

Any matter concerning the Company or its employees, including but not limited to:

1. Violation of any law or regulations, including but not limited to corruption, bribery, theft fraud, coercion, breach of contract and wilful omission, including but not limited to causing wrongful loss to the Company.
2. Breach of code of conduct (including but not limited to),
 - i. Mismanagement, gross wastage or misappropriation of company funds or assets.
 - ii. Manipulation of company data, records, reports or any other documents.
 - iii. Stealing cash or other company assets.
 - iv. Leaking confidential or proprietary information.
 - v. An abuse of authority.
 - vi. An abuse of Company's Brand Image.

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harassment.

- viii. Any other unethical, biased, favoured, imprudent event.
- ix. Deliberate concealment of information tending to show any of the above.
- x. Instances of suspected insider trading, where individuals exploit non-public information for personal gain.

Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

7) PROTECTION

- No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this Policy. The Audit Committee would be authorised to take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- The identity of the Whistle Blower shall be kept confidential and shall be disclosed only on need to know basis.
- Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.
- Protection to Whistle Blower under this Policy shall be available provided that Protected Disclosure is:
 - made in good faith;
 - the Whistle Blower has reasonable information or documents in support thereof; and
 - not for personal gain or animosity against the Subject.
- Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to Disciplinary Action as may be decided by the Audit Committee under this Policy.
- Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention
- In respect of such Whistle Blowers, the Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

8) PROTECTED DISCLOSURE

All Protected Disclosures should be addressed to Company Secretary & Compliance Officer. The contact details are as under:

The Company Secretary & Compliance Officer

INNOTERRA LIMITED

2nd floor, Block A,
Dayananda Sagar University,

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- Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting.
- The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. Anonymous disclosures may not be entertained.
- In case of any serious concerns (including concerns involving senior management) the matter can also be reported to the Chairman of the Audit Committee, who can be reached out through:

Chairman of the Audit Committee
Innoterra Limited
2nd floor, Block A, Dayananda Sagar University,
Hosur Rd, Kudlu Gate, Srinivasa Nagar, Hal Layout,
Singasandra, Bengaluru, Karnataka 560068
Email: whistleblower@innoterra.com

The Chairman of the Audit Committee in consultation with the Ethics & Integrity team may devise procedures for evaluation and further investigation.

9) INVESTIGATION

- On receipt of Protected Disclosure, the Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, the Audit Committee may perform all such acts as it may deem fit at its sole discretion. The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure.
 - The Audit Committee shall have right to outline a detailed procedure for an investigation and may delegate such powers and authorities, as it may deem fit to any officer of the Company for carrying out any investigation.
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
 - Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- The Subject shall have a duty to co-operate with the investigator and responsibility not to interfere or obstruct with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject. The Subject, if found indulging in any such actions then that will make the Subject liable

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- A report shall be prepared after completion of investigation by the Officer(s) investigating the matter which shall be submitted to the Audit Committee. Upon receipt of report, the Audit Committee shall submit the same along with recommendations to the Chairman for Disciplinary Action after providing reasonable opportunity of being heard to the Subject. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
 - After considering the report and recommendations as aforesaid, the Chairman shall determine and finalise the Disciplinary Action as he may deem fit.
 - In case the subject is the Audit Committee Chairman, then the protected disclosure is sent to the Chairman of the Board of Directors who will take necessary steps for the investigation.

10) DECISION AND REPORTING

- a. After considering the report of Investigator, if the Audit Committee or the Whistle-Blower Committee, as the case may be, finds the delinquent guilty, then they shall order for necessary disciplinary or corrective action against the delinquent. Where the Protected Disclosure is of Exceptional Nature, then the Audit Committee may before recommending any disciplinary or corrective action, consult the Board of Directors.
- b. Any disciplinary or corrective action initiated against the delinquent shall adhere to the applicable personnel or staff conduct and disciplinary procedures of the Company.
- c. Annual report with the number of complaints received under this Policy and their outcome shall be placed before the Audit Committee and the Board.

11) OBLIGATIONS OF WHISTLE-BLOWERS

The obligations of the Whistle-Blowers shall include the following:

- (a) Promptly (preferably within 30 (thirty) days) reporting any illegal or unethical practices, unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy not later than 30 days after the Whistle-Blower becomes aware of the illegal or unethical practices, unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- (b) Although they are not required to provide proof, the Whistle-Blowers must have sufficient cause for concern and submit evidence, to which they may have access, when called for.
- (c) Avoid anonymity when raising a concern.

- (d) Follow the procedures prescribed in this Policy for making a Disclosure.
- (e) Cooperate with investigators in maintaining full confidentiality.

12) SECRECY/CONFIDENTIALITY

The Whistle Blower, the Subject, the Senior Officer(s) and everyone involved in the process shall:

- maintain complete confidentiality/ secrecy of the matter under this Policy;
- not discuss the matters under this Policy in any informal/social gatherings/ meetings;
- discuss only to the extent or with the persons required for the purpose of completing the process and investigations as directed by Audit Committee;
- not keep the papers unattended anywhere at any time;
- keep the electronic mails/files under password

If anyone is found not complying with the above, he/ she shall be held liable for such Disciplinary Action as is considered fit by the Audit Committee as the case may be.

13) RETENTION OF DOCUMENTS AND AMENDMENT

All Protected Disclosures, documented along with the results of Investigation relating thereto, shall be retained by the Company Secretary for a minimum period of 5 (five) years or as mentioned in applicable law, if any. This Policy may be amended from time to time by the Board on the recommendation of the Audit Committee.

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